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JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
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JUL 27 1988 - 1 44 PM

INTERSTATE COMMERCE COMMISSION

July 27, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the original and two copies of a Release and Satisfaction and Bill of Sale dated as of December 27, 1985, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement dated as of December 15, 1970 between Manufacturers Hanover Trust Company, Trustee, and The Chesapeake and Ohio Railway Company, which was duly filed and recorded on January 5, 1971 and assigned Recordation Number 5921.

The name and address of the party executing the enclosed document is:

Manufacturers Hanover Trust Company, as Trustee
600 Fifth Avenue, 10th Floor
New York, New York 10020

A description of the railroad equipment covered by the enclosed document is:

All railroad rolling stock subject to the above described Conditional Sale Agreement.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

CT. Kappler

REC'D Washington, D.C.

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TOO OFFICE OF
SECRETARY


Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 27, 1988
Page Two

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Release and Satisfaction and Bill of Sale dated as of December 27, 1985 covering all railroad rolling stock.

Very truly yours,


Charles T. Kappler

Enclosures

COUNTERPART NO. 2

3 COUNTERPARTS

5721-1

RELEASE AND SATISFACTION AND BILL OF SALE

JUL 27 1988-1 20 PM

THE CHESAPEAKE AND OHIO RAILWAY COMPANY INTERSTATE COMMERCE COMMISSION
CONDITIONAL SALE AGREEMENT DATED AS OF DECEMBER 15, 1970.

KNOW ALL MEN BY THESE PRESENTS that Manufacturers Hanover Trust Company, Conditional Vendor under a certain Conditional Sale Agreement dated as of December 15, 1970 between Manufacturers Hanover Trust Company, as Trustee, under the First and Second Consolidated Mortgages of The Chesapeake and Ohio Railway Company, each dated January 20, 1890, on its Richmond and Alleghany Railway Division, and The Chesapeake and Ohio Railway Company, hereby certifies that all of the \$4,482,000.00 Conditional Sale Indebtedness with interest thereon at the rate of 8.0% per annum, has been fully paid or payment duly provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Manufacturers Hanover Trust Company does hereby declare said Conditional Sale Agreement dated as of December 15, 1970, to be satisfied and cancelled and does consent that the same be discharged of record, and further Manufacturers Hanover Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto The Chesapeake and Ohio Railway Company all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Manufacturers Hanover Trust Company.

IN WITNESS WHEREOF, Manufacturers Hanover Trust Company has caused these presents to be executed in its name by one of its VICE PRESIDENT thereunto duly authorized and its corporate seal to be hereunto affixed and attested by one of its Assistant Vice President as of this 27th day of December, 1985.

ATTEST:


T. C. Monahan

MANUFACTURERS HANOVER TRUST COMPANY,
as Trustee

By 
D. A. URSITTI, JR.

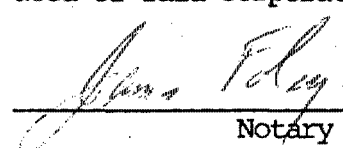
STATE OF NEW YORK)

) SS.

CITY OF NEW YORK)

On this 27th day of December, 1985, before me personally appeared, D. A. URSITTI, JR., to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the seal of said corporation, by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

JAMES FOLEY
Notary Public, State of New York
No. 31-6343400
Qualified in New York County
Commission Expires March 30, 1986


Notary Public

SCHEDULE I

Units covered under the 12-15-70 Conditional Sale Agreement:

CO 61600 - 61959, inclusive

9/U33